

## ENERJISA ENERJİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2021 ORDINARY GENERAL ASSEMBLY MEETING DATED 30 MARCH 2022

Our Company's 2021 Shareholders General Assembly Meeting will be held to discuss the agenda below on **30 March 2022, Wednesday, at 10 a.m.**, at the address of SABANCI CENTER, 4.LEVENT 34330 BEŞİKTAŞ İSTANBUL TURKEY.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who have the right to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders can authorize their representatives by using Electronic General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's website's Investor Relations page addressed <http://www.enerjisa.com.tr> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

For attending physical General Assembly Meeting;

- Real person shareholders should submit their ID card,
- Legal person shareholders should submit their representatives' ID card and authorization documents,
- Real and legal person's representatives should submit their ID card and representation documents,
- Representatives authorized through the Electronic General Assembly System should submit ID card and should sign the List of Attendants.

Our shareholders, who attend the meeting electronically through the Electronic General Assembly System, can get information regarding procedures and principles of participation, authorization of representatives, making proposals, explanations and voting from the Central Registry Agency web site <http://www.mkk.com.tr>.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of " Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

Due to the COVID-19 (Coronavirus) epidemic, the General Assembly Meeting will be held in accordance with the Pandemic rules announced by government agency. Shareholders should closely follow the new rules to be announced by government agency.

The Financial Statements, Profit Distribution Proposal, Amendment Text, Independent Audit Report, The Board of Directors' Annual Report and Information Document Regarding General Assembly Meeting for the year 2021 are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the Investors Relation section of the Company web-site addressed <http://www.enerjisa.com.tr>, at the below address of our Company's headquarters at least twenty-one days before the General Assembly meeting.

Our Shareholders are requested with respect to honor the meeting on specified day and time.

### BOARD OF DIRECTORS

**Hakan TİMUR**  
Member of the BoD

**Kıvanç ZAIMLER**  
Chairman of the BoD

#### **Address of the Company Headquarters:**

Barbaros Mah. Begonya Sok. Nida Kule No: 1/1 Batı Ataşehir/İstanbul

**Tel:** 0216 579 05 79 **Fax:** 0216 579 05 30

**Web:** [www.enerjisa.com.tr](http://www.enerjisa.com.tr)

**ENERJİSA ENERJİ A.Ş.**  
**AGENDA FOR THE 2021 ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 30 MARCH 2022, AT 10.00 A.M.**

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2021 Annual Report of the Board of Directors,
- 3) Reading the 2021 Independent Auditor's Reports,
- 4) Reading, discussion and approval of the 2021 Financial Statements,
- 5) Discussion and determination of the appointment to the Board of Directors that became vacant during the relevant year,
- 6) Release of the members of the Board of Directors with regard to the 2021 activities,
- 7) Determination of the usage of the 2021 profit, dividend and dividend per share to be distributed,
- 8) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 9) Election of the auditor,
- 10) Cancellation of the General Assembly Working Principles and Procedures of the Company, approved at the General Assembly Meeting on 14.03.2013 and approval of newly prepared General Assembly Working Principles and Procedures of the Company,
- 11) Informing the General Assembly regarding the donations and grants made by the Company in 2021,
- 12) Determination of an upper limit for donations to be made in 2022,
- 13) Granting permission to the Chairman and members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,
- 14) Wishes and requests.

## PROXY FORM

### TO THE BOARD OF DIRECTORS' OF ENERJISA ENERJİ A.Ş.

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Enerjisa Enerji A.Ş. that will convene on March 30, 2022, Wednesday at 10:00 at the address of SABANCI CENTER, 4.LEVENT 34330 BEŞİKTAŞ İSTANBUL.

**The Attorney's (\*);**

Name Surname / Trade Name :  
TR ID Number/ Tax ID Number, Trade  
Register and Number and MERSİS :  
Number

(\*Foreign shareholders should submit the equivalent information mentioned above.

#### **A) SCOPE OF REPRESENTATION**

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

**1. Regarding the agenda items of General Assembly;**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

	<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1.	Opening and formation of the Meeting Council,			
2.	Reading and discussion of the 2021 Annual Report of the Board of Directors,			
3.	Reading the 2021 Independent Auditor's Reports,			
4.	Reading, discussion and approval of the 2021 Financial Statements,			
5.	Discussion and determination of the appointment to the Board of Directors that became vacant during the relevant year,			
6.	Release of the members of the Board of Directors with regard to the 2021 activities,			
7.	Determination of the usage of the 2021 profit, dividend and dividend per share to be distributed,			
8.	Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,			
9.	Election of the auditor,			
10.	Cancellation of the General Assembly Working Principles and Procedures of the Company, approved at the General Assembly Meeting on 14.03.2013 and approval of newly prepared General Assembly Working Principles and Procedures of the Company,			
11.	Informing the General Assembly regarding the donations and grants made by the Company in 2021,			
12.	Determination of an upper limit for donations to be made in 2022,			
13.	Granting permission to the Chairman and members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code,			
14.	Wishes and requests.			

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction:**

The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as below**

- a) Order and Serial (\*):
- b) Number/Group (\*\*):
- c) Amount-Nominal Value :
- ç) Privilege on Vote or not:
- d) Bearer- Registered (\*):
- e) Ratio of the total shares/voting rights of the shareholder:

(\*)Such information is not required for dematerialized shares.

(\*\*)For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**SHAREHOLDER'S (\*);**

Name Surname OR Title :

TR ID Number/ Tax ID Number, Trade :

Register and Number and MERSİS Number :

Address :

Signature :

(\*)Foreign shareholders should submit the equivalent information mentioned above.

## **ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS**

Within the context of Capital Markets Board, Corporate Governance Communiqué numbered II-17.1 and its attachment "Capital Markets Board Principles of Corporate Governance", the information concerning the agenda articles has been presented below. General information has been presented to our shareholders in this section.

### **1. Shareholder Structure and Voting Rights**

According to the Article 7 of the Articles of Association, paid-in share capital of the Company amounting TRY 1,181,068,967.12 is divided into 118,106,896,712.100 registered shares, each of which is fully paid-up with a par value of TRY 0.01 (1 Kuruş), within the authorized capital of TRY 4,000,000,000. No share groups were created amongst the shares representing share capital and hence there is not any privileged shares. The shareholding structure is represented in the table below.

<b>Shareholder</b>	<b>Share in Capital (TL)</b>	<b>Share in Capital (%)</b>
H.Ö. SABANCI HOLDİNG ANONİM ŞİRKETİ	472,427,587.56	40.00%
DD TURKEY HOLDINGS S.A.R.L	472,427,587.56	40.00%
OTHER SHAREHOLDERS	236,213,792.00	20.00%
<b>TOTAL :</b>	<b>1,181,068,967.12</b>	<b>100.00%</b>

As per Article 13 of the Articles of Association of the Company, the shareholders shall exercise their voting rights in the General Assembly pro rata to the aggregate nominal values of their shares in accordance with Article 434 of the Turkish Commercial Code. There are no privileged shares and cumulative voting rights.

### **2. Information Regarding the Past or Planned Changes that Can Affect Our Company's or Subsidiaries Operations**

There has not been any material change that took place in the year 2021 and no material change is contemplated for the forthcoming periods with regard to the management and activities of the Company and its subsidiaries.

### **3. Information Regarding the Demands of Shareholders, Capital Markets Board or Other Public Authority for Adding New Article to Agenda**

Any kind of demand has not been received for the ordinary general assembly meeting for 2021.

### **4. Disclosure Policy**

The Disclosure Policy of the Company is presented to the information of our shareholder at the General Assembly Meeting.

## **EXPLANATIONS REGARDING THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING OF ENERJISA ENERJİ A.Ş. FOR THE YEAR OF 2021 DATED 30 MARCH 2022**

### **1. Opening and Formation of the Meeting Council:**

In accordance with the provisions of the Turkish Commercial Code numbered 6102 (“**Turkish Commercial Code**”), Articles of Association and the Ministry of Industry and Trade Regulation on the General Assembly Meetings of the Capital Companies (“**Regulation**”), the Chairman or the Vice-Chairman governs the General Assembly meeting as the President. The President establishes the Chair by determining the Clerk and the Vote Collector, if he considers this necessary.

### **2. Reading and Discussion of the 2021 Annual Report of the Board of Directors:**

The Board of Directors’ Annual Report, which will be available for the review of our shareholders at the Company headquarters, and at the Investors Relation section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

### **3. Reading the 2021 Independent Auditor’s Reports:**

Auditor’s Report, which is available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, and at the Investors Relation section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting, will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

### **4. Reading, Discussion and Approval of the 2021 Financial Statements:**

Financial Statements for the year 2021, which are available for the review of our shareholders at the Company headquarters, Electronic General Assembly System of Central Registry Agency, at the Investors Relation section of the Company web-site addressed <http://www.enerjisa.com.tr> twenty-one days before the General Assembly meeting, will be read and presented to the opinions and approval of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

### **5. Discussion and determination of the appointment to the Board of Directors that became vacant during the relevant year,**

Cenk ALPER was appointed as Board of Directors Member by the Board of Directors to be valid as of May 12, 2021 in lieu of Barış Oran.

Johan Magnus MOERNSTAM was appointed as Board of Directors’ Vice Chairman by the Board of Directors to be valid as of January 1, 2022 in lieu of Eric René Depluet. Thorsten LOTT was appointed as Board of Director’s member to be valid as of January 1, 2022 in lieu of Johan Magnus MOERNSTAM.

The newly appointed members of the Board of Directors will complete the duty term of the member, whom they were replaced.

Appendix:1: CV

### **6. Release of the members of the Board of Directors with regard to the 2021 activities:**

Release of the members of the Board of Directors with regard to the 2021 activities and accounts will be presented to the approval of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

### **7. Determination of the usage of the 2021 profit, dividend and dividend per share to be distributed:**

According to our financials for the accounting period 01.01.2021 - 31.12.2021 prepared by our Company in compliance with the Turkish Financial Reporting Standards according to the Capital Markets Board Communiqué numbered II-14.1. and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Consolidated Net Profit for the period is TL 2.282.368.000,00 The profit distribution

proposal, which is prepared according to our long-term strategy, capital requirements, investment and financing policies, profitability and cash position of our Company, its subsidiaries and its affiliates is presented in Appendix-2.

**8. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors:**

The monthly gross wages of the Members of the Board of Directors will be determined by the General Assembly within the framework of the provisions of the Turkish Commercial Code, the Regulation and the Articles of Association. In this context, paying a monthly gross salary of 30,000 TL to the Independent Member of the Board of Directors and non-payment of attendance fee to the other members of Board of Directors will be submitted to the approval of the General Assembly.

**9. Election of the auditor:**

Upon the recommendations of the Audit Committee, in line with the regulations of the Turkish Commercial Code and Capital Market Law numbered 6362, our Board of Directors has resolved that, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş is elected to audit Financial Reports for the 2021 accounting period and to carry out other activities according to the regulations in the related laws, and this decision will be presented to the approval of the General Assembly.

**10. Cancellation of the General Assembly Working Principles and Procedures of the Company, approved at the General Assembly Meeting on 14.03.2013 and approval of newly prepared General Assembly Working Principles and Procedures of the Company:**

Cancellation of the General Assembly working Principles and Procedures of the Company, approved at the General Assembly Meeting on 14.03.2013, and approval of newly prepared General Assembly Working Principles and Procedures of the Company will be submitted for approval of General Assembly. The newly prepared General Assembly Working Principles and Procedures of the Company is attached as Appendix-3.

**11. Informing the General Assembly Regarding the Donations and Grants Made by the Company in 2021:**

According to the Article 6 of the Capital Markets Board Communiqué numbered II-19.1 and the Article 1.3.10 of the attachment of the Communiqué numbered II-17.1, the information regarding the donations made during the year must be submitted to the General Assembly. In 2021, the amount of donations made to the Foundations and Associations is TL 3.387.226,00 This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

**12. Determination of an Upper Limit for Donations to be Made in 2022:**

The upper limit of the donations to be made in 2022 will be determined by our shareholders at the General Assembly meeting.

**13. Granting Permission to the Chairman and Members of the Board of Directors for the Activities under the Articles 395 and 396 of the Turkish Commercial Code:**

The members of our Board of Directors can do business as stipulated in the 1st subsection of Articles 395 and 396 of Turkish Commercial Code entitled as "Ban to Enter into Business with the Company and Borrowing" and "Competition Ban" only with the approval of the general assembly.

**14. Wishes and requests.**

The closing shall be made following the wishes and requests.

## **Appendix-1:**

### **CENK ALPER**

Cenk Alper received his Bachelor's degree in Mechanical Engineering from Middle East Technical University in 1991. He has a master's degree in Mechanical Engineering from the same university as well as an MBA from Sabancı University. Mr. Alper joined the Sabancı Group in 1996 as a Process Engineer at Beksa, later taking on managing positions in Belgium and the US at Bekaert between 2002 and 2007. In 2007, Mr. Alper returned to Kordsa as the Global Technology Director and completed the establishment of its R&D and Innovation division. After serving as COO at Kordsa, he led Kordsa's transformation and initial public offering as CEO between 2013 and 2017. In 2017, he took on a new role as Sabancı Holding Industry Group President. As of August 2019, Cenk Alper is the CEO and a Board Member of Sabancı Holding. He is a member of the Turkish Industrialists' and Businessmen's Association, the World Business Council for Sustainable Development (WBCSD) and the International Corporate Governance Network (ICGN).

### **THORSTEN LOTT**

Thorsten Lott received his degree in business administration at the Georg-August-University in Göttingen. He joined the VEBA-group in 1999 as a business controller for the sales and trading activities in Hanover. After the merger of VEBA and VIAG, he moved to the newly founded E.ON Energie AG in Munich where he held different financial leadership positions in the areas of Risk-Management, Controlling and Derivative Accounting. In 2007, Thorsten Lott joined E.ON Kernkraft in order to facilitate the development of international nuclear new built projects. After holding different financial leadership positions within the nuclear area, he took over the controlling responsibility for nuclear activities within the E.ON group (Germany and Sweden) within the newly founded E.ON Generation. In addition, he accounted for the controlling activities of all hydro generation activities of the E.ON group (Sweden, Germany, Italy and Spain). In 2015, he took over the head of finance position for all nuclear activities. In 2017, Thorsten Lott was appointed as a member of the board (CFO) of PreussenElektra which is responsible for the management of all remaining nuclear activities within the E.ON group.



**Appendix-2**

<b>ENERJISA ENERJİ A.Ş DIVIDEND DISTRIBUTION TABLE 2021 (TL)</b>			
1.Paid-In/Issued Capital		1.181.068.967,12	
2.General Legal Reserves (As per Statutory Records))		109.913.848,15	
According to the Article of Association, if there is a privilege in dividend distribution		None	
		<b>As per Capital Market Board</b>	<b>As per Statutory Records</b>
3.	Profit	3.143.114.000,00	1.354.039.637,21
4.	Taxes (-)	860.746.000,00	-
5.	Net Profit For the Period (=)	2.282.368.000,00	1.354.039.637,21
6.	Previous Years' Losses (-)	0,00	-
7.	General Legal Reserves (-)	67.701.981,86	67.701.981,86
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	2.214.666.018,14	1.286.337.655,35
9.	Donations during the year (+)	3.387.226,00	
10.	Net Distributable Profit Including Donations	2.218.053.244,14	
11.	First Category Dividend For Shareholders	59.053.448,36	
	-Cash	59.053.448,36	
	-Share	0,00	
	-Total	59.053.448,36	
12.	Dividends Distributed to the Privileged Shareholders	0,00	
13.	Other Dividends Distributed	0,00	
	-Members of the Board of Directors	0,00	
	- Employees	0,00	
	- Non Shareholders	0,00	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00	
15.	Second Category Dividend For Shareholders	1.405.472.070,87	
16.	General Legal Reserves	0,00	
17.	Status Reserves	0,00	
18.	Special Reserves	0,00	
19.	Extraordinary Reserves	0,00	0,00
20.	Other Resource Planned for Distribution		<b>178.187.863,89</b>
	- Previous Years' Profit		0,00
	- Extraordinary Reserves		0,00
	- Other distributable reserves as per the legislation and Articles of Association		178.187.863,89

**ENERJISA ENERJİ A.Ş.  
2021 DIVIDEND PER SHARE**

	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
	CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
<b>GROSS</b>	<b>1.464.525.519,23</b>	-	66%	1,2400	124,00
<b>NET*</b>	<b>1.318.072.967,31</b>	-	60%	1,1160	111,60

*(\*) Net amount is calculated with the 10% withholding tax assumption. Withholding tax rates may vary due to the legal status of the shareholders and the Double Tax Treaties*

### Appendix-3:

## INTERNAL DIRECTIVES ON THE WORKING PRINCIPLES AND PROCEDURES OF ENERJISA ENERJİ A.Ş.'S GENERAL ASSEMBLY MEETING

### SECTION ONE

#### Aim, Scope, Ground and Definitions

##### **Aim and Scope:**

**ARTICLE 1:** This Internal Directive on the Working Principles and Procedures of General Assembly Meeting (“**Internal Directive**”) aims to determine the principles and procedures of Enerjisa Enerji A.Ş.’s (“**Company**”) General Assembly subject to the laws, relevant legislation and provisions of the Company’s Articles of Association. This Internal Directive includes all ordinary and extraordinary general assembly meetings of the Company.

##### **Ground:**

**ARTICLE 2:** This Internal Directive has been prepared in accordance with the Regulation on the Principles and Procedures of the Joint Stock Companies’ General Assembly Meetings and the Representative of Ministry Who Attend These Meetings.

##### **Definitions:**

**ARTICLE 3:** The following terms shall have the corresponding meanings within the Internal Directive;

- a. Sitting:** A one-day meeting of the General Assembly.
- b. Law:** The Turkish Commercial Code numbered 6102 and dated 13/01/2011.
- c. Session:** Every section of every sitting divided by rests, food breaks and similar reasons.
- d. Meeting:** Ordinary and extraordinary general assembly meetings.
- e. Chairman of Meetings:** It defines the board made up of the Chairman of Meetings allocated by the General Assembly to run the meetings, the Meeting Vice Chairman allocated by the General Assembly when needed, the Minutes Clerk designated by the Chairman of Meetings and the vote collector as deemed necessary by the Chairman of meetings in accordance with the article 419, 1st clause of the Law.
- f. Board:** Capital Markets Board

### SECTION TWO

#### The General Assembly’s Procedures and Principles

##### **Regulations to be Followed:**

**ARTICLE 4 –** The meeting is held in accordance with the law, related regulations and the articles of association related to the General Assembly’s provisions.

##### **Entering the Venue and Preparations:**

##### **ARTICLE 5 –**

**5.1** Only the shareholders or their representatives recorded on the attendees list which is prepared by the Board of Directors, board of directors members, the Company’s other managers, people who will be assigned to the Electronic General Assembly System, press members, people who will be appointed or assigned as Ministry Representatives, Chairman of the Meetings and other persons can enter the venue, if deemed appropriate by

the chairman or vice chairman of the board of directors or a member of the board of directors to be appointed by the chairman on behalf of the Board of directors.

**5.2.** At the entrance to the venue, the representatives appointed for the established electronic general assembly system in accordance with article 1527 of the Law along with the real persons shareholders, must show identification, real persons shareholders' representatives must show their representation documents and their identifications, representatives of legal entity shareholders must submit their certificate of authority and must sign their allocated spot on the attendees list. The aforementioned control process is made by the Board of Directors or one or more Board of Directors member appointed by the Board of Directors or person or persons appointed by the Board of Directors. The attendees list shall be signed by the Chairman of the Board or in situations where the Chairman of the Board is not present, by a member of the Board of Directors.

**5.3.** The duty of preparing a venue for all shareholders to fit in comfortably, for the stationary, documents, equipment needed during the meeting to be ready at the venue falls on the Board of Directors. According to the legislation provisions concerning the Electronic General Assembly System, the meeting can be voice or image recorded on the condition that it will remain reserved.

### **Opening of the Meeting:**

**ARTICLE 6:** The meeting held in the Company's management center building or at a convenient part of Istanbul at a previously set time is opened upon the determination of the quorums indicated on the Articles of Corporation being confirmed with a protocol, by the Chairman of the Board or the Vice Chairman or one of the members of the Board of Directors.

### **The Formation of the Chairmanship of the Meeting:**

#### **ARTICLE 7:**

**7.1** For the management of the person opening the meeting, firstly, according to the provision of article 6 of this Internal Directive, a Chairman and if need be a Vice Chairman who have the obligation of being shareholders and have the responsibility of being in the General Assembly's management shall be elected from the recommended candidates.

**7.2** At least one minutes' clerk and a sufficient amount of vote collectors shall be designated by the chairman. For the technical procedures of the Electronic General Assembly system to be made during the meeting, Experts may be designated by the Chairman of the Meeting.

**7.3** The Chairman of Meeting is authorized to sign the minutes of the meeting and other documents based on this report.

**7.4** When directing the General Assembly meeting, the Chairman of the Meeting works accordingly with the Law, Articles of Association and these Internal Directive regulations.

### **The Duties and Powers of the Chairman of Meetings:**

**ARTICLE 8** – The Chairman of Meetings fulfill the duties stated below under the management of the Chairman:

**a.** Analyzing whether the meeting is being held at the address shown on the announcement and if it has been stated in the Articles of Association whether this venue is suitable or not.

**b.** Whether the General Assembly has been called to the meeting via the announcement in the Turkish Trade Registry Gazette and as shown in the Articles of Association, on the website of the companies responsible for opening a website, whether this call has been made at least 3 weeks before the date of the meeting excluding the day of the announcement and meeting, analyzing the shareholders listed in the stock register, the shareholders who have notified their addresses by giving share registers or documents to prove their ownership of shares, if the newspapers for whether the agenda and announcement of the meeting day has or will be shown have been notified or not with a registered and reply paid letter and passing this onto the meeting minutes.

**c.** Checking whether those without the authority to enter the meeting venue have entered or not and if the duties under the regulation of this Internal Directive, article 5, second clause for entering the meeting venue are being fulfilled by the Board of Directors.

**d.** The Articles of Corporation, the share registry, the board of directors' annual activity report, audit reports,

financial tables, the agenda, if there are any changes in the agenda for the Articles of Corporation an amendment prepared by the Board of Directors and the assent of the Board and if necessary other related corporations and a permission slip attained from the Turkish Republic Ministry of Trade and the attached amendment proposal, the attendee list prepared by the Board of Directors, if the General Assembly is meeting from a previous postponement, a report on the postponing of the meeting and other necessary documents to be present in full for the meeting and indicating this in the minutes of the meeting.

**e.** Checking identification of the representatives on the basis of objections of obligations, the authenticity of the representative documents of those who have attended the general assembly and come to sign the attendee list acting as principle or as representatives.

**f.** Determine whether the managing members with at least one Board of Director member and an Independent Auditor are ready for the meeting or not and show this in the minutes of the meeting.

**g.** Within the scope of the agenda, managing the activities of the General Assembly, excluding the exceptions stated in the Law preventing the agenda from going out of line, creating a layout for the meeting and taking the necessary precautions for this.

**h.** Opening, closing sessions and sittings and adjourning the meeting.

**i.** Reading or instructing the General Assembly and letting people who want to speak about these have the right to converse about the decision, scenario, protocol, report, proposal and all similar documents or summary of the negotiated subjects.

**j.** Taking a vote on the decisions which will be made by the General Assembly and notifying the results.

**k.** Observing whether the minimum quorum has been maintained at the beginning, duration and end of the meeting, and if the decisions have been made in accordance with the quorum foreseen in the Law and in the Articles of Association.

**l.** Explaining the notifications made by the representatives as stated in article 428 of the Law to the General Assembly.

**m.** Preventing the voters lacking the right to vote from voting in the decisions of the mentioned article in accordance with article 436 of the Law.

**n.** Negotiations on the financial tables by the shareholders requests who own 1/20 of companies which have shared capitals and postponing discussions on topics related to this for a month, due to it being unnecessary for the general assembly to make a decision on this.

**o.** Ensuring the minutes for the work of the General Assembly is organized, the objections have been transferred to the report, signing the decisions and minutes of the meeting, showing the votes used for and against the decisions made in the meeting without any room for hesitation in the meeting report.

**p.** To hand over the meeting report, board of directors annual activity report, audit reports, financial tables, attendee lists, agenda, proposals, if available the ballots and reports and all documents related to the meeting, to a member of the board of directors on the attendee list with a report.

**q.** To be attentive in the general assembly meeting that the agenda items should be expressed in an objective and detailed manner with a clear and comprehensible method. Providing shareholders with equal opportunities to express their opinions, and raise questions. Ensuring the chairperson of the meeting that each question raised by the shareholders and which is not a commercial secret is responded directly in the general assembly. In case the question posed is not related to the agenda or is too complicated to be responded during the meeting, then the question to be responded in writing within 15 days by the Investor Relations Department. All questions posed in the general assembly meeting and all responses to these questions to be announced to public via the corporation's website by the Investor Relations Department within 30 days at the latest following the date of the general assembly meeting.

#### **Procedures to be Made before Moving on to Discussing the Agenda:**

**ARTICLE 9** – The Chairman of the Meeting either reads or has the General Assembly read the meeting agenda. The Chairman will ask if there are any proposals for changes in the order of the articles found in the agenda, if there are proposals, this is submitted to the approval of the General Assembly. The agenda articles' discussion order can be changed in accordance with the decision quorum stated in the Articles of Association.

#### **Discussions of the Agenda and the Articles of the Agenda:**

#### **ARTICLE 10**

**10.1** It is obligatory for the following subjects to take place in the Ordinary General Assembly agenda:

- a. Opening and election of the Chairman of the Meeting.
- b. Reading and discussing of the Company's Board of Directors' Annual Report for the relevant accounting period.
- c. Reading the Audit Report for the relevant accounting period.
- d. Reading, discussing and approving the Financial Tables for the relevant accounting period.
- e. Release of the members of the Board of Directors.
- f. If necessary, election of the members of Board of Directors and determination of their duty term.
- g. In accordance with the Law and the capital markets legislation, the approval of the Independent Auditing Firm voting made by the Board of Directors.
- h. If necessary, the approval and informing the shareholders regarding the payments within the Remuneration Policy for the Board of Directors' members and the Executives, in accordance with the Board's regulations.
- i. Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors.
- j. Determination the usage form of profits, distribution and the rate of the profit share.
- k. If any, discussing the changes in the Articles of Association.
- l. Informing the General Assembly regarding the donations and grants made by the Company in the relevant year.
- m) Determination of an upper limit for donations to be made in the following year.
- n) Granting permission to the Chairman and members of the board of directors for the activities under the Articles 395 and 396 of the Law.
- o) Other topics which seem necessary.

**10.2** The agenda for the ordinary general assembly meeting consists of the reasons necessitating such meeting.

**10.3** Apart from the exceptions stated below, topics which are not in the meeting agenda, cannot be discussed and decided on:

- a. In the event of all partners being present, topics can be added to the agenda by unanimous votes.
- b. In accordance with article 438 of the Law, the shareholders special audit request can be determined by the General Assembly regardless of whether the topic is on the agenda or not.
- c. The subject of the members of the Board of Directors to be removed from duty and for new members to be selected shall be considered relative to the end-of-year financial report negotiations article and upon request is discussed and decided on regardless of there being an article on this topic in the agenda.
- d. Even if there are no articles in the agenda for misuse of authority, incompetence, breach of the dependency obligation, trouble in carrying out duties in most companies due to membership, misuse of power, in the event of legitimate reasons, the members of the board of directors to be taken off duty and the subject of new members being appointed in their place can be brought into the agenda in the General Assembly through the decision quorum given in the Articles of Association.
- e. In the general assemblies of publicly held corporations, it is obligatory to include in the general assembly Agenda, the matters that the Board requires to be discussed or disclosed to shareholders, without complying with the principle of adherence to the agenda.
- f. Shareholders holding at least 10 per cent of the company's capital and for public companies, shareholders holding at least 20 per cent of the company's capital may request a general assembly meeting and if such a meeting has already been convened, then they have the right to request certain topics to be included on the agenda.

**10.4** The agenda item which has been resolved through negotiations in the General Assembly cannot be resolved again if no decision has been made through unanimity of the attendees.

**10.5** After the audit or any other reason, topics up for discussion can be added to the Company's General Assembly by the Chairmanship.

**10.6** The agenda is determined by the party that calls the General Assembly to meet.

### **Speaking in the Meeting:**

**11.1** The shareholders or other interested parties who want to speak about the agenda article on discussions let the Chairman of the Meeting know this. The Chairman tells the General Assembly who will be speaking and gives the people the right to speak according to the request orders. The person whose turn it is to speak will miss their turn, if they are not in the meeting venue on the condition that the Electronic General Assembly regulations remain reserved. The speeches are made with a direct address to the General Assembly. The speakers can change their turns amongst themselves. In the event of the speech period being limited, the person whose turn it is to speak can only talk through the next person's time in case of the person giving their turn to them with the condition of completing the speech in the allocated time. Speech times cannot be increased in whatsoever way.

**11.2** According to the Chairman of the Meeting any member of the Board of Directors and auditor who wants to make an explanation on the topic being discussed does not have to wait for a turn to speak.

**11.3** The length of the speeches are determined by the Chairman's or shareholders' recommendation, the business of the agenda, the amount of topics which need to be discussed and the importance and amount of people who want to speak by the General Assembly.

**11.4** According to article 1527 of the Law, the aforementioned article and sub regulations are implemented according to the procedures and principles for transmitting the shareholders' and representatives' opinions and recommendations who attend the General Assembly on an electronic media.

### **Voting and Voting Procedures:**

#### **ARTICLE 12 –**

**12.1** Each shareholder has the right to vote at the General Assembly Meeting and each share has one voting right. Before the voting begins, the Chairman of the Meeting lets the General Assembly know of the topic being voted on. If a draft of a decision is being voted on, this is determined by reading the written medium before moving onto voting. Once it has been announced that the voting is about to commence, speeches can only be made relating to the procedure. Meanwhile, if there are shareholders who request to speak, but were not given the right, they can earn the right to speak on the condition that this is confirmed by the Chairman. Once the voting has commenced, no rights to speak can be allocated.

**12.2** Votes can be used for the discussed topic by raising a hand, standing up or in the manner of saying accept and deny respectively. These votes are counted by the Chairman of the Meeting. When necessary, the Chairman can allocate a sufficient number of people to help count the votes. Those who do not raise their hands, stand up or make a statement in anyway are considered as "denying" the topic being voted on and this will be determined as votes against the topic.

**12.3** According to article 1527 of the Law, the aforementioned article and sub regulations are implemented according to the procedures and principles for transmitting the shareholders' and representatives' votes who attend the General Assembly on an electronic media.

### **Drafting the Meeting Minutes:**

#### **ARTICLE 13 –**

**13.1** The attendee list which shows the shareholders or representatives, the shares they own, groups, numbers and nominal value is signed by the Chairman of the Meeting, the minutes are made sure to be prepared in accordance with the relevant legislations in relation with the determined procedures by showing a summary of the questions asked to the General Assembly and the received answers, the decisions made and every affirmative or unfavorable vote used for these decisions are clearly shown in the minutes report.

**13.2** The General Assembly minutes report shall be prepared using a typewriter, computer or on the condition of writing with a pen in a legible handwriting during the meeting at the venue. For the minutes report to be written on the computer, there must be printers to allow taking printouts at the venue.

**13.3** The minutes report shall be prepared in two copies and every page of the report shall be signed by the Chairman and also by the representative of the Ministry, if he/she has attended.

**13.4** In the minutes report, it is compulsory for the following to be given; Company's trade name, the date and venue of the meeting, the nominal value of the company's shares and share amount, the total amount of shares being represented acting as principle or representative, the full name of the Ministry's representative and the date and number of the assignment letter, if the meeting is being made with announcements the manner of the invitation, if it is without an announcement this should be stated.

**13.5** The amount of votes in relation to the decisions made at the meeting should be given in figures and in writing without leaving any room for uncertainty in the minutes report.

**13.6** Names, surnames and reason for opposition of the people who have used an unfavorable vote in the meeting and who want to have such opposition entered in the minutes shall be written into the minutes report.

**13.7** In the event the opposition reasons being handed in writing, this written statement shall be added to the minutes. In the minutes report, the full name of the partner or representative who has opposed shall be written and that the opposition letter is attached shall be indicated. The opposition statement added to the minutes report shall be signed by the Chairman of the Meeting and if present, the representative of the Ministry.

#### **Transactions to be Made at the End of the Meeting:**

##### **ARTICLE 14 –**

**14.1** The Chairman of the Meeting hands one copy of the minutes report and all other documents relating to the General Assembly to one of the members of the Board of Directors who attended the meeting.

**14.2** The Board of Directors is responsible with notarizing the minutes report within fifteen days of the meeting in order to keep for an extended period of time especially with procedures foreseen by the Law and hand one copy to the registry of commerce and to register and announce officially the registry and announcement which is in the minutes report.

**14.3** The minutes report will take place on the Company's website on the Public Disclosure Platform and Electronic General Assembly System, immediately.

**14.4** Also the Chairman of the Meeting hands a copy of the list of attendees, the agenda and the General Assembly minutes report immediately to the Chairman Representative.

#### **Attending the Meeting on an Electronic Medium:**

**ARTICLE 15 –** (1) In the event of their being an opportunity to join the General Assembly meeting on an electronic medium in accordance with article 1527 of the Law, the procedures which will be made by the board of directors and chairman will be implemented in accordance with article 1527 of the Law and related legislation. Participation in the Company's general assemblies via the electronic medium is carried out through the electronic general assembly platform provided by the Central Registry Agency.

### **SECTION THREE Miscellaneous Provisions**

#### **Documents Related to the Attendance of the Ministry's Representative and the General Assembly Meeting:**

##### **ARTICLE 16 –**

**16.1** For the meetings where the Ministry's Representative is requested for the compulsory attendance, the duties and responsibilities of this representative in the related Regulation on the Principles and Procedures of the Joint Stock Companies' General Assembly Meetings and the Representative of Ministry Who Attend These Meetings, will be reserved.

**16.2** In the preparation of the list of attendees and those who can join the General Assembly, it is compulsory for the representative documents and the meeting minutes report to be prepared in accordance with the first clause of the Management procedures and this General Assembly Internal Directive.

#### **Situations Unforeseen in the Internal Directive:**

**ARTICLE 17 –** In the event of encountering a situation which has not been foreseen in this Internal Directive during the meetings, actions will be made in accordance with the decisions taken by the General Assembly in relation with the legislation.



**Acceptance of the Internal Directive and Changes:**

**ARTICLE 18** – This Internal Directive will be implemented, registered and announced by the Board of Directors with the approval of the Company’s General Assembly. Any changes to be made to the Internal Directive are subject to the same procedure.

**Validity of the Internal Directive**

**ARTICLE 19** - This Internal Directive has been approved at the General Assembly Meeting of the Company on ..... and it shall be in force as of the date of its register and the announcement in the Turkish Trade Registry Gazette.

## Appendix-4:

### DISCLOSURE POLICY

#### 1. Purpose

The management of the Company (the “**Company**”) follows a transparent and close communication with its shareholders. The main goal is to increase the value of the Company for the shareholders, potential investors and stakeholders.

To this end, the management of the Company shares its results fully, fairly, correctly, timely and transparently with the public, as well as capital markets participants equally as a principle pursuant to financial reporting standards and provisions of Capital Markets legislation.

The Company complies with regulations regarding public disclosure envisaged under the Capital Markets Law numbered 6362, the Capital Markets legislation, the Turkish Commercial Code (“**TCC**”) regulations and Borsa Istanbul A.Ş. (“**BIST**”) regulations and gives utmost importance in accomplishing the principles prescribed by the Corporate Governance Principles of the Capital Markets Board of Turkey (“**CMB**”).

The Disclosure Policy involves all employees and consultants of the Company and regulates the written and verbal communication of the Company with the capital markets participants.

The Disclosure Policy of the Company was prepared in accordance with Article 17 of the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB and is announced to all stakeholders through the Website ([www.enerjisa.com.tr](http://www.enerjisa.com.tr)) of the Company.

#### 2. Authority and Responsibility

The Disclosure Policy has been established and approved by the Board of Directors pursuant to CMB Corporate Governance Principles. Public disclosure and surveillance, supervision and development of disclosure policy in the Company are under the authority and responsibility of the Board of Directors. The head of the Investor Relations department under the Chief Financial Officer (“**CFO**”) has been commissioned in order to supervise and to pursue all matters regarding the public disclosure.

#### 3. Public Disclosure Methods and Instruments

Disclosures are made through information instruments such as material disclosures, financial statements and reports, annual reports, the web page, presentations, investor meetings and teleconferences, information letters, press releases, Turkish Trade Registry Gazette etc. Basic public disclosure methods and instruments used by the Company have been stated below provided that provisions of Capital Markets legislation and TCC are reserved;

Material disclosures transmitted through Public Disclosure Platform (the “**PDP**”), Financial statement and footnotes, independent audit report, declarations and activity report transmitted periodically to the PDP, Announcements and proclamations performed through Turkish Trade Registry Gazette (letter of authorized signatures, general assembly call of notice etc.) Press releases performed through written and visual media, Disclosures made to data distribution institutions such as Reuters, Forex etc., Briefings and meetings held with capital markets participants either face to face or through teleconferences, Notifications of Corporate website ([www.enerjisa.com.tr](http://www.enerjisa.com.tr)), Disclosures made through communication methods and instruments such as telephone, mobile phone (wap and similar technologies), electronic mail, telefax etc.

#### 4. Public Disclosure of Financial Statements

Financial statements and footnotes of the Company are prepared in accordance with Turkish Accounting Standards /Turkish Financial Reporting Standards (TAS/IFRS) as well as IFRS. Annual and semi-annual financial statements are disclosed to the public after an independent audit.

Financial statements and footnotes are approved by the Board of Directors through assent of Audit Committee pursuant to provisions of Capital Markets legislation before any public disclosure. After accuracy statement is signed, financial statement and footnotes, independent audit report and attached documents are transmitted to PDP and then disclosed to the public in accordance with the CMB and BIST regulations following the approval of Board of Directors and then published on the Company's website. Financial statements and footnotes of previous periods can be accessed through the Company's website.

## **5. Public Disclosure of Annual and Interim Reports**

Annual and interim reports are prepared in accordance with Capital Markets legislation and CMB Corporate Governance Principles. They are approved by the Board of Directors and then, disclosed to the public along with the financial statements. They are published in the Company's website ([www.enerjisa.com.tr](http://www.enerjisa.com.tr)) and are published together with the financial statements in PDP. The annual report is also published as printed in order to be distributed to the relevant parties as well.

## **6. Public Disclosure of Inside Information and Authorized Persons**

Disclosures of inside information of the Company are prepared by the Investor Relations department under the CFO and signed electronically, transmitted to PDP and then, disclosed to the public.

Material disclosures are issued timely, correctly, transparently, sufficiently and free from misleading statements in order to assist decisions of persons and institutions who/which shall benefit from the disclosure.

If any employee of the Company realizes that any important and private information, which has not been disclosed to the public in advance, is disclosed to the public inadvertently, s/he informs the Investor Relations department under the CFO immediately about the situation. In this case, appropriate material disclosure is prepared and then submitted to PDP by the Investor Relations department under the CFO in accordance with the provisions of Capital Markets legislation.

The Company announces material disclosures of the Company in Turkish and English at its website ([www.enerjisa.com.tr](http://www.enerjisa.com.tr)) at the latest within the business day following the public disclosure and makes such disclosures available in its website for five years period.

## **7. People Authorized to Make Public Disclosures**

Written and verbal information requests transmitted by Capital markets participants or any institution/person other than above mentioned notifications are assessed by the Investor Relations department under the CFO. For the assessment, it is taken into account whether the request is in the nature of a trade secret or not, according to its content and whether it is in the type of affecting investment decisions and the value of capital market instruments pursuant to the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB. Written and verbal information requests are answered generally by the Investor Relations department under the CFO.

Press releases made to written and visual media and data distribution channels such as Reuters, Forex etc. can be made only by Chairman of Board of Directors, CEO, CFO or Directors.

Apart from this, unless employees of the Company are specifically appointed, they cannot answer the questions addressed by the capital markets participants. Incoming information requests are directed to the Investor Relations department.

## **8. List of People Having Managerial Responsibility and Accessing Inside Information**

People having managerial responsibility are the people who have regular access to direct or indirect inside information regarding the Company and who have the capacity to make administrative decisions to affect the future growth and commercial objectives of the Company. Therefore, people who are not authorized to make administrative decisions are not considered as persons who have managerial responsibility and ongoing accesses to the inside information.

Besides the Board Members, persons with the capacity to have ongoing access to the information and the power to give managerial decisions are the CEO, CFO and Directors.

The list of people who have access to the inside information is preserved in a documented form at Investor Relations department ready for submission to CMB and/or BIST if requested as per Article 7 of the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB. All listed persons are notified about protecting inside information and complying with the confidentiality rules during their duty terms. This list is available at the Company and has been notified to Central Registry Agency ("CRA"). The notification is renewed when such people are changed.

### **9. Communication with Capital Markets Participants**

To the extent legally permitted under Turkish capital markets regulations, the Company may make any guidance about expectations concerning interim period and annual activity results. Alternatively, the Company may also transmit critical issues affecting activity results, its strategic approaches, and important issues ensuring better understanding of the sector and operated environment to the capital markets participants. Unless otherwise stated in the information policy, only people, who are authorized to make public disclosure on behalf of the Company, may establish the communication with capital markets participants.

### **10. Incorrect News Circulating on the Market**

In principle, the Company does not present any opinion on market rumors and speculations. Communication department follows news and rumors about the Company that appear in the media organs and websites, and informs the Investor Relations department. This department assesses whether such news and information shall have any influence on the capital instruments or not.

This department also decides on whether to make any material disclosure pursuant to Article 9 of the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB.

On the other hand, when verification request comes from CMB and/or BIST within provisions of Capital Markets legislation or in the event that the management decides that it is required and more suitable to give any answer, the disclosure is made about rumors and gossips circulating on the market.

### **11. Stay of the Public Disclosure of Inside Information**

People, who are listed for accessing inside information of the Company are informed about obligations of keeping confidential the inside information which they may have during execution of their duties or conduct of works and transactions on behalf of the Company and have not been disclosed to the public yet, not using them by providing any interest for themselves and third parties or not disclosing them to third parties without any authority.

The Company may postpone the public disclosure of the inside information pursuant to Article 6 of the Communiqué on the Disclosure of Material Events (II-15.1) of the CMB in order that its legitimate interests are not damaged and it is not caused to mislead the investors, in this case, it informs the related persons about the postponement and takes measures ensuring confidentiality. Postponement procedure is realized pursuant to written approval of Board of Directors or the senior managers who have been authorized generally by Board of Directors.

As long as postponement reasons of public disclosure of inside information are removed, public disclosure is made in accordance with the legislation. The postponement decision and the reasons of this decision shall be stated on the disclosure to be made.

## **12. Meetings and Discussions Held with Investors and Analysts**

The CFO is responsible for conducting relationships with both its existing shareholders and also, potential shareholders at the Company regularly, answering investor questions in the most efficient manner and increasing the corporate value.

The CFO and the Investor Relations department under the CFO use various instruments such as roadshow, teleconference, e-mail, fax, analyst presentations, disclosure/announcement etc. for increasing recognition and preferability of the Company in the international investment field, featuring its advantageous aspects when it is compared with equivalent institutions and making the Company more preferable than other companies for the institutions making investments.

The Company accepts analyst reports as property of the company which prepares the analyst report and does not publish them in the Company's website ([www.enerjisa.com.tr](http://www.enerjisa.com.tr)). The Company does not review, verify, approve analyst reports or income models and does not take their responsibilities and does not spread them. On the other hand, in some definite and limited cases and upon request, analyst reports may be reviewed provided that only publicly disclosed and previous historical information is used and it is limited to a specific issue in order to prevent incorrect information of the public.

## **13. Public Disclosure of Future Assessments**

The Company may disclose its future expectations publicly from time to time in accordance with the disclosure policy. Future assessments may be disclosed subject to the resolution of board of directors or the written approval of person who is authorized by the Board of Directors. Disclosure may be made maximum four times a year. It may be disclosed at PDP in the material disclosure format or presentation format. If there is any important change, this number limit may be exceeded. It is submitted for information of related parties that future assessments disclosed publicly are made according to some presumptions and may vary from actual results. In the case that there are material changes related to future assessments or it is understood that assessments shall not be realized, the public opinion is informed immediately with the same instruments on a periodical basis.

## **14. Silent Period**

The Company refrains from discussing the results of operations and financial condition of the Company which will be reported in the financial statements with capital markets participants in definite periods of the calendar year in order to prevent asymmetric information distribution and unauthorized disclosures concerning financial statements. This period is called as "silent period". The silent period for the Company starts from the day following quarter intervals, end of semi-annual and annual fiscal period and ends after a business day when financial statement and footnotes are disclosed publicly.

Furthermore, people who have inside information or ongoing information or spouses, children of such people or persons who live in the same home are forbidden to make transaction in the capital market instruments of the Company within the silent period.

## **15. Market Failure Actions**

Board of Directors of the Company takes and applies required measures for people in the list of inside information not to use confidential information and/or information which is in the nature of trade secret and are not disclosed to the public about the Company under the scope of Market Failure Actions so as to not provide interest for themselves or others, not to provide incorrect, misleading information about the Company, not to

publish news in this manner pursuant to related provisions of Communiqué on Market Abuse (VI-104.1) of the CMB.

#### **16. Website of the Company ([www.enerjisa.com.tr](http://www.enerjisa.com.tr))**

The website of the Company at [www.enerjisa.com.tr](http://www.enerjisa.com.tr) is used actively for public disclosure as recommended by CMB Corporate Governance Principles. Disclosures in the website of the Company do not replace notifications and material disclosures which should be made in accordance with provisions of Capital Markets legislation. It is ensured to access all public disclosures made by the Company via the website. The website is configured and partitioned accordingly. All kinds of measures concerning security of the website are taken. The website is arranged within the content and in the manner stipulated by CMB Corporate Governance Principles. Certain information such as disclosures of inside, financial statements, annual and interim reports and certain other information will also be included in English. Especially announcement concerning the general assembly meetings to be held, information document about the agenda articles, other information, documents and reports related to agenda articles and information about methods of participating into the general assembly are stated remarkably in the website. It is continued to the works concerning development of the website continuously.